

United States Bankruptcy Court Eastern District of Michigan, Southern Division		Voluntary Petition																					
Name of Debtor (if individual, enter Last, First, Middle): <b>Kazi Foods Of New York, Inc.</b>		Name of Joint Debtor (Spouse) (Last, First, Middle):																					
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):																					
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): <b>42-1695008</b>		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):																					
Street Address of Debtor (No. & Street, City, State & Zip Code): <b>134 W. Chocolate Avenue</b> <b>Hershey, PA</b>		Street Address of Joint Debtor (No. & Street, City, State & Zip Code):																					
		ZIPCODE <b>17033</b>																					
County of Residence or of the Principal Place of Business: <b>Out of State</b>		County of Residence or of the Principal Place of Business:																					
Mailing Address of Debtor (if different from street address)		Mailing Address of Joint Debtor (if different from street address):																					
		ZIPCODE																					
Location of Principal Assets of Business Debtor (if different from street address above): <b>See Attached Exhibit A To Petition</b>																							
		ZIPCODE																					
<b>Type of Debtor</b> (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.) <hr/>		<b>Nature of Business</b> (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other <hr/> <b>Tax-Exempt Entity</b> (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <hr/> <b>Nature of Debts</b> (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.																				
<b>Filing Fee</b> (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached  <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (Applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		<b>Check one box:</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts owed to non-insiders or affiliates are less than \$2,343,300 ( <i>amount subject to adjustment on 4/01/13 and every three years thereafter</i> ).	<b>Chapter 11 Debtors</b> <hr/> <b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).																				
<b>Statistical/Administrative Information</b> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		<b>THIS SPACE IS FOR COURT USE ONLY</b>																					
<b>Estimated Number of Creditors</b> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%;"><input type="checkbox"/></td> <td style="width: 10%;"><input type="checkbox"/></td> <td style="width: 10%;"><input type="checkbox"/></td> <td style="width: 10%;"><input checked="" type="checkbox"/></td> <td style="width: 10%;"><input type="checkbox"/></td> </tr> <tr> <td>1-49</td> <td>50-99</td> <td>100-199</td> <td>200-999</td> <td>1,000-5,000</td> <td>5,001-10,000</td> <td>10,001-25,000</td> <td>25,001-50,000</td> <td>50,001-100,000</td> <td>Over 100,000</td> </tr> </table>				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	Over 100,000
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<b>Estimated Assets</b> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%;"><input type="checkbox"/></td> <td style="width: 10%;"><input type="checkbox"/></td> <td style="width: 10%;"><input type="checkbox"/></td> <td style="width: 10%;"><input type="checkbox"/></td> <td style="width: 10%;"><input checked="" type="checkbox"/></td> <td style="width: 10%;"><input type="checkbox"/></td> </tr> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$100 million</td> <td>\$50,000,001 to \$100 million</td> <td>\$100,000,001 to \$500 million</td> <td>\$500,000,001 to \$1 billion</td> <td>More than \$1 billion</td> </tr> </table>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$100 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion		
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<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): <b>Kazi Foods Of New York, Inc.</b>	
<b>Prior Bankruptcy Case Filed Within Last 8 Years</b> (If more than two, attach additional sheet)			
Location Where Filed: <b>None</b>	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor</b> (If more than one, attach additional sheet)			
Name of Debtor: <b>See Schedule Attached</b>	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
<b>Exhibit A</b> (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)		<b>Exhibit B</b> (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by § 342(b) of the Bankruptcy Code.	
<input type="checkbox"/> Exhibit A is attached and made a part of this petition.		<b>X</b> Signature of Attorney for Debtor(s)	
Date			
<b>Exhibit C</b>			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No			
<b>Exhibit D</b>			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b>			
(Check any applicable box.)			
<input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b>			
(Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
(Name of landlord or lessor that obtained judgment)			
(Address of landlord or lessor)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): <b>Kazi Foods Of New York, Inc.</b>
<b>Signatures</b>		
<b>Signature(s) of Debtor(s) (Individual/Joint)</b> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.</p> <p>[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under Chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.</p> <p>[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p><b>X</b> _____  Signature of Debtor</p> <p><b>X</b> _____  Signature of Joint Debtor</p> <p>Telephone Number (If not represented by attorney) _____</p> <p>Date _____</p>		<b>Signature of a Foreign Representative</b> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition. (Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p><b>X</b> _____  Signature of Foreign Representative</p> <p>Printed Name of Foreign Representative _____</p> <p>Date _____</p>
<b>Signature of Attorney*</b> <p><b>X</b> _____  Signature of Attorney for Debtor(s)</p> <p><b>Stephen M. Gross P35410</b>  <b>McDonald Hopkins, PLC</b>  <b>39533 Woodward Ave., Ste. 318</b>  <b>Bloomfield Hills, MI 48304</b>  <b>(248) 646-5070 Fax: (248) 646-5075</b>  <b>sgross@mcdonaldhopkins.com</b></p> <p>Date _____</p> <p>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</p>		<b>Signature of Non-Attorney Petition Preparer</b> <p>I declare under penalty of perjury that: 1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; 2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h) and 342(b); 3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>Printed Name and title, if any, of Bankruptcy Petition Preparer _____</p> <p>Social Security Number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.) _____</p> <p>Address _____</p> <p><b>X</b> _____  Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose social security number is provided above.</p> <p>Date _____</p> <p>Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.</i></p>
<p><b>Signature of Debtor (Corporation/Partnership)</b>  I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p><b>X</b> <i>Laura A. Marcero</i> _____  Signature of Authorized Individual</p> <p><b>Laura A. Marcero</b> _____  Printed Name of Authorized Individual</p> <p><b>CRO</b> _____  Title of Authorized Individual</p> <p>Date _____</p>		

**VOLUNTARY PETITION**  
**Continuation Sheet - Page 1 of 3**

Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor:

**Name of Debtor: Kazi Foods Of Michigan, Inc.**

**Case Number: 11-43971**

**Date Filed: 2/17/2011**

**District: Eastern District Of Michigan**

**Relationship: Affiliated Entity**

**Judge: Thomas J. Tucker**

**Name of Debtor: Kazi Foods Of Florida, Inc.**

**Case Number: 11-43986**

**Date Filed: 2/17/2011**

**District: Eastern District Of Michigan**

**Relationship: Affiliated Entity**

**Judge: Thomas J. Tucker**

Exhibit A to Petition - Locations of Assets

Store ID	Brand	MB Name	Address 1	Address 2	City	State	Postal	Phone
H730034	KFC		1109 State Highway 34		Aberdeen	NJ	07747	732/583-4529
H730162	KFC		516 Broadway		Bayonne	NJ	07002	201/858-1573
H730161	KFC		434 Central Ave		East Orange	NJ	07018	973/674-9300
H730154	KFC		114-116 Rahway Avenue		Elizabeth	NJ	07202	908/354-2551
H730155	KFC		955 E Jersey St		Elizabeth	NJ	07201	908/289-6520
H730165	KFC	KP	175 Broad Avenue		Fairview	NJ	07022	201/945-0233
H730039	KFC	KP	185 Ridgedale Avenue		Florham Park	NJ	07932	201/377-8012
H730145	KFC	KT	2170 Fletcher Ave		Fort Lee	NJ	07024	201/592-5245
H730037	KFC		230 East Mountain Avenue		Hackettstown	NJ	07840	973/852-9523
H730033	KFC	KL	Route 36, Airport Plaza		Hazlet	NJ	07730	732/739-9200
H730158	KFC		688-692 Lyons Avenue		Irvington	NJ	07111	973/371-8107
H730166	KFC	KP	841 Springfield Avenue		Irvington	NJ	07111	973/375-5761
H730168	KFC		419 U.S. Route 1		Iselin	NJ	08830	732/602-1630
H730157	KFC	KP	591 Communipaw Ave		Jersey City	NJ	07304	201/433-1151
H730036	KFC	KL	1110 Route 46		Ledgewood	NJ	07852	201/584-2850
H730156	KFC		249 Park Ave		Newark	NJ	07107	973/481-2612
H730167	KFC		125 Bergen St		Newark	NJ	07103	973/622-2437
H730164	KFC	KP	1055 Route 1 South		North Brunswick	NJ	08902	732/247-8786
H730059	KFC		1452 Route 46 West		Parsippany	NJ	07054	973/394-9417
H730031	KFC		576 New Brunswick Avenue		Perth Amboy	NJ	08861	201/442-1841
H730160	KFC	KP	Route 1 & Turner		Rahway	NJ	07065	732/381-4418
H730169	KFC	KP	92 St Georges Avenue		Rahway	NJ	07065	732/680-9310
H730035	KFC		190 Route 46		Rockaway	NJ	07866	201/625-1432
H730146	KFC		585 Cedar Ln		Teaneck	NJ	07666	201/836-8178
H730163	KFC		2704 Route 22 E		Union	NJ	07083	908/688-4843
H730147	KFC		600 Paterson Plank Rd		Union City	NJ	07087	201/863-6469
H730159	KFC		5723 Bergenline Ave.		West New York	NJ	07093	201/348-1240
H730170	KFC		479 Rahway Avenue		Woodbridge	NJ	07095	732/750-9295

Store ID	Brand	MB Name	Address 1	Address 2	City	State	Postal	Phone
H730181	KFC	KA	276 Grant Avenue		Auburn	NY	13021	315/255-0410
H730150	KFC		1959 Bruckner Blvd		Bronx	NY	10472	718/409-4061
H730151	KFC		321 E Fordham Rd		Bronx	NY	10458	718/367-0745
H730152	KFC		4391 White Plains Rd		Bronx	NY	10466	718/994-0475
H730172	KFC	KP	96 E 170th Street		Bronx	NY	10452	718/293-6870
H730174	KFC		1 West Burnside Ave		Bronx	NY	10453	718/329-2698
H730176	KFC		375 East 149th Street		Bronx	NY	10455	718/585-8333
H730177	KFC	KT	1731 Webster Avenue		Bronx	NY	10457	718/299-2227
H730186	KFC		3520 W Genesee Street		Camillus	NY	13219	315/487-8532
H730180	KFC		7900 Brewerton Rd		Cicero	NY	13039	315/699-4068
H730194	KFC		26720 US Route 11		Evans Mills	NY	13637	315/629-0521
H730192	KFC	KT	200 S Caroline Street		Herkimer	NY	13350	315/866-3500
H730184	KFC	KA	3821 Route 31		Liverpool	NY	13090	315/652-1036
H730185	KFC	KT	1055 7th North Street		Liverpool	NY	13088	315/457-1500
H730191	KFC		8512 Seneca Tpke		New Hartford	NY	13413	315/735-2144
H730175	KFC		1 West Fordham Rd		New York	NY	10468	718/563-2046
H730188	KFC	KA	127 Genesee Street		Oneida	NY	13421	315/366-0340
H730198	KFC		235 Erie Boulevard West		Rome	NY	13440	315/336-7290
H730148	KFC		1453 Forest Ave		Staten Island	NY	10302	718/447-2822
H730171	KFC	KT	44 Victory Blvd		Staten Island	NY	10301	718/442-5272
H730173	KFC		2471 Hylan Blvd		Staten Island	NY	10306	718/667-4882
H730179	KFC		1524 S Salina St		Syracuse	NY	13205	315/472-4441
H730182	KFC		3609 Brewerton Road		Syracuse	NY	13212	315/706-0388
H730183	KFC		825-829 Butternut St		Syracuse	NY	13208	315/472-9766
H730189	KFC		3406 Erie Blvd		Syracuse	NY	13214	315/446-9333
H730190	KFC		326 Genesee St		Utica	NY	13502	315/732-3146
H730187	KFC	KT	2430 Route 414		Waterloo	NY	13165	315/539-0807
H730193	KFC		1004 Arsenal St		Watertown	NY	13601	315/782-7395

## **Kazi Foods of New York, Inc.**

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### **RESOLUTION OF THE BOARD OF DIRECTORS**

**WHEREAS**, the undersigned, being the all of the Directors of Kazi Foods of New York, Inc., a Delaware corporation (the "Company"), desire that the actions expressed in the following resolutions be, and same hereby are, taken by the Directors of the Company as of the date appearing after these resolutions; and

**WHEREAS**, the Company faces serious financial difficulties resulting from the present severe economic conditions, which has resulted in the Company defaulting under the terms of its secured lending agreements with Colonial Pacific Leasing Corporation. Additionally, the Company is or may be in default of its franchise agreements with Kentucky Fried Chicken resulting in the potential termination of its franchise agreements. The Company, therefore, believes that a chapter 11 bankruptcy may represent its best course of action to preserve and maximize the value of the Company;

**WHEREAS**, the Company's Directors have been in contact with legal counsel regarding the propriety of filing a chapter 11 bankruptcy reorganization case; and after such consultation, has determined that the best interests of the Company and its creditors would be best served by filing a chapter 11 bankruptcy petition as soon as possible;

**BE IT RESOLVED**, by the Directors of this Company, that the Company hereby formally grants approval for the filing of a chapter 11 bankruptcy petition on its behalf immediately and directs the relevant corporate officers to take all actions reasonably necessary to effectuate such filing;

**RESOLVED FURTHER** that Laura Marcero of Huron Consulting Services, LLC shall, effective immediately, be installed as Chief Restructuring Officer ("CRO") of the Company. The CRO shall have full and unfettered access to and be an authorized signatory on all financial and depository accounts of the Company, with power to write checks against, or initiate wires, ACH transfers or other transfers or disbursements from, such financial or depository accounts of the Company. The CRO shall also have full

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power and authority to speak for and act as the representative of the Company, as debtor-in-possession, in any proceeding arising under Title 11 of the United States Code. The CRO shall be covered as an officer of the Company under any and all officer and director liability insurance policies of the Company;

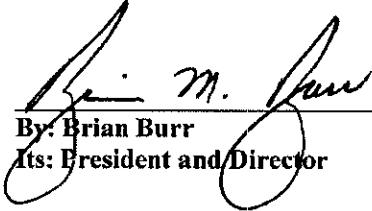
**RESOLVED FURTHER** that Laura Marcero, as CRO, Brian Burr, as President, or Stephen Poludniak, as Treasurer, shall have authority to take or cause to be taken all actions necessary to carry out these Resolutions, including the execution of any and all documents (including a petition for relief and related documents under Title 11 of the United States Code) required to be executed by the Company for the purposes expressed by these Resolutions; and

**RESOLVED FURTHER**, that any and all agreements, instruments and documents previously executed, and acts and things previously done, to carry out the purposes of these Resolutions are ratified, confirmed, and approved as the acts of this Company.

**IN WITNESS WHEREOF**, the undersigned, constituting all of the Directors of the Company have hereunto set their hands as of the 18<sup>th</sup> day of March, 2011.



By: Zubair Kazi  
Its: Chairman and Director



By: Brian Burr  
Its: President and Director